

January 10, 2020

BY ELECTRONIC MAIL

To: American Refining and Biochemical, Inc.  
100 Four Falls Corporate Center, Suite 215  
West Conshohocken, PA 19428  
Attn: Mr. Richard C. Smith, General Counsel  
E: rsmith@amref.com

RE: American Refining and Biochemical, Inc. / Frontier Pro Services, LLC Defaults and Breaches

Dear Richard C Smith:

We are in receipt of your November 18, 2019 letter alleging various unfounded items and in fact we are writing to notify you of your default and breach with regard to the investment agreement and any other related agreement

Regardless, it is upon our discovery post-closing that ARB and FPS violated the agreements by virtue of misrepresentations and not disclosing material items to us.

1. Nondisclosure of the loss of very substantial business with NRG prior to closing seriously impacting the financials of the company.
2. The true nature of the key earnouts with Spin Trends and why they were not paid prior to sale as per ARB obligation.
3. Key officers of the company withholding and not representing significant and material information regarding Mr. Anthony Barnett being a convicted felon as evidenced by Vantage Point background report ordered by Roger Brandt as Vice President (officer) and General Manager and Sandi Waggott as Head of Human Resources in which Mr Barnett served 2 years 4 days for a felony battery with serious bodily injury starting on 2/2/2006 in San Bernardino, CA in county criminal records number 113 under Case Number FMB007071.  
Reference:



Report ID: 115994  
Order Date: 02/28/2014  
Completion Date: 03/01/2014  
Ordered by: Sandi Waggott

Search ID: 126243 - COUNTY CRIMINAL

RECORD

Name Screened: BARNETT, ANTHONY R  
Date of Birth: 4/27/1962  
SSN: XXX-XX-2392  
Jurisdiction: SAN BERNARDINO, CA  
Reference No.: 113  
Search Scope: 7 YEARS

Case Number FMB007071

Offender: BARNETT, ANTHONY RAY

Date of Birth: 04/27/1962

Verification Method: NAME AND DOB

File Date: 11/14/2004

Court: Superior

COUNT 1, BATTERY WITH SERIOUS BODILY INJURY

Offense Level: Felony

Disposition: Guilty

Disposition Date: 2/2/2006

Sentence: Prison 2 YEARS, 4 DAYS JAIL TIME CREDIT FINES/COSTS

Fine: \$75.00

4. Mr Mike Lenz patents that were never transferred by Mr Lenz to the company but were represented to have been prior to the sale but in fact were not. Reference:

[Execution]

Schedule 3.7(d) Intellectual property

Item	Patent Title	Assignee	Serial No.	Filing Date	Status
21	Fluid Catchment System for a Wind Turbine	Frontier Pip Services	12/273,036	18-Nov-08	Issued as Patent 8,262,347 on 9/11/12
	Method and apparatus for in situ unbalance and corrective balance determination for a non vertical axis rotating assembly	Frontier Pip Services (pending assignment from Michael Lenz per employment agreement)		14-Aug-09	Issued as Patent 8,201,764 on 10/23/12

5. Management in Accounting not representing and hiding the true state of the company's financials, assets and resigning before disclosure of all material facts.
6. The true nature for why loans taken with Mormack/Monitek were not paid previous to sale.

We reserve all our rights in choate and are determining our next actions; however, the result of the above named mis-representations and non-disclosures is such that the original transaction is null and void and all demands on ARB's / your / your representatives part are without merit. We are determining the damages which have been inflicted upon us and will be in touch.

Sincerely,



Cycle Power Partners

cc: TMT